

Exhibit B

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

NEW JERSEY COALITION OF
AUTOMOTIVE RETAILERS, INC.,

Plaintiff,

v.

MAZDA MOTOR OF AMERICA, INC.

Defendant.

Case No. 3:18-cv-14563-BRM-TJB

DECLARATION OF Glenn Ellis

I, Glenn Ellis, declare:

1. I am the owner and dealer principal of Mazda of Lodi. I have personal knowledge of the facts stated herein.
2. Mazda of Lodi is a Mazda dealership located at 130 Rout 46 East, Lodi, NJ 07644. I have owned Mazda of Lodi since March 2, 2006.
3. Mazda of Lodi is a member of the New Jersey Coalition of Automotive Retailers, Inc. ("NJ CAR"). Mazda of Lodi has been a member of NJ CAR for as long as I have owned the dealership/since March 2006.
4. I understand that Mazda Motor of America, Inc. d/b/a Mazda North American Operations ("Mazda") has a dealer support program known as the "Mazda Brand Experience Program 2.0 ("MBEP").

5. Mazda of Lodi has participated in the MBEP since its inception in July 2018.

6. I do not believe that Mazda of Lodi has been harmed by its participation in the MBEP.

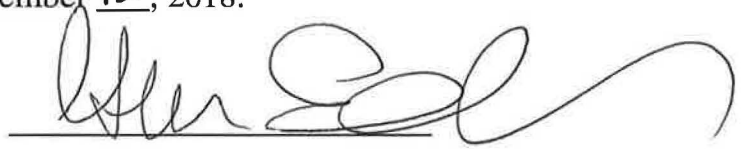
7. I understand that NJ CAR has filed a lawsuit against Mazda seeking a ruling that it is unlawful for Mazda to implement the MBEP in New Jersey (the "Action").

8. I did not direct NJCar to file the Action.

9. I believe that the Action is contrary to the interests of my dealership, and I cannot support it. If the MBEP is declared unlawful, Mazda of Lodi will be harmed because (among other things) it will no longer be able to recover the costs it incurred to comply with the MBEP criteria through future MBEP bonus payments.

I declare under penalty of perjury that the foregoing is true and correct.

Executed in Lodi, New Jersey on December 12, 2018.

A handwritten signature in black ink, appearing to read "Glenn Ellis", written over a horizontal line.

Glenn Ellis